

goal of the combined company's nationwide service offering would be to go beyond simply offering wireless broadband access. By sharing assets, expertise, personnel, investments, and technology, Sprint and Nextel intend to provide customers with integrated wireless solutions by incorporating devices, applications, and smart network technologies into an intuitive user service. Sprint and Nextel seek to provide customers with an experience that is context specific, device aware, and content optimized. This new differentiated service, which we refer to as a wireless interactive multimedia service, has the potential to propel the development of innovative applications and devices and enrich the lives of millions of Americans through increased productivity, improved cost efficiency, and enriched user experience that integrates the application, the network, and the device. In addition, the 2.5 GHz service could provide alternatives to traditional fixed backhaul and other data transport services.

5. As currently envisioned, a combined Sprint Nextel would deploy wireless interactive multimedia services using the 2.5 GHz band spectrum. Sprint and Nextel anticipate that these services will be extraordinarily fast with initial average downlink throughput rates per carrier of 2 Mbps to 4 Mbps and that they will be available at home, in the office, and anywhere in between. Unlike commercial mobile radio service ("CMRS") offerings in the 800 MHz and 1.9 GHz bands, wireless interactive multimedia services over the 2.5 GHz band will likely be data-centric and focused on stationary and portable consumer electronic and computing-oriented devices and hardware. These wireless interactive multimedia services would enable consumers and business users to interact with high bandwidth applications through visual-centric

services, such as video-on-demand, online gaming, document collaboration, and video conferencing.

6. At sufficient scale, the 2.5 GHz spectrum holds the promise of providing consumers integrated access to high-speed data, video-on-demand, and interactive delivery services. To overcome the technical and operational limitations inherent in the 2.5 GHz band, however, licensees must develop innovative, technically sophisticated uses of the spectrum that differ from the types of services offered in lower-frequency bands. Absent adequate investment incentives to overcome the barriers intrinsic to this band, the new and innovative services that these bands can support will not be realized.

#### **Spectrum for Wireless Interactive Multimedia Services**

7. Sprint and Nextel have independently acquired their interests in 2.5 GHz spectrum licenses and leases. The majority of the spectrum that a combined Sprint Nextel would hold in the 2.5 GHz band is leased, not owned, because more than sixty percent of the 2.5 GHz spectrum is ineligible for commercial licensing. In fact, Sprint Nextel would hold licenses for only 19 percent of the Broadband Radio Service ("BRS") and Educational Broadband Service ("EBS") spectrum available in the band. Although educators and non-profit institutions may choose to lease a portion of their licensed EBS spectrum to commercial operators, these leases are subject to Commission-mandated restrictions, and other businesses remain free to enter lease arrangements with individual educational institutions. Sprint Nextel will need to negotiate a large number of new leases with BRS and EBS license

incumbents on the open market and must continuously negotiate renewals of existing leases that are already in place.

8. With few exceptions, the combination of 2.5 GHz spectrum portfolios does not increase the amount of spectrum – licensed or leased – that the combined company would have in a given area above the amount currently available to either company. Each company focused its spectrum-acquisition activities on different geographic areas. As a result, the majority of Nextel’s BRS/EBS licenses and leases are located in the Northeast, the Central states and the South, while the vast majority of Sprint’s BRS/EBS licenses and leases are located in the West and Upper Midwest. In the few Basic Trading Areas (“BTAs”) in which both Sprint and Nextel hold spectrum, the company with the smaller spectrum position generally has an inconsequential holding.
9. In Attachment 1 to this declaration, Sprint and Nextel identify every MHz-pop in the nation that could be served by a 2.5 GHz license or lease held by the combined company.<sup>2</sup> By fully attributing all leases to Sprint Nextel, the analysis over-attributes the number of MHz-pops that Sprint Nextel would actually control. EBS leases, for example, are subject to Commission-mandated minimum educational programming

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<sup>2</sup> As a result of the forty-year licensing history of the 2.5 GHz band, the Commission has assigned a wide variety of different, sometimes irregularly shaped or non-contiguous geographic service areas to 2.5 GHz licensees. To provide the Commission with the most granular analysis of the license and leasehold interest of the combined company possible, Sprint and Nextel plotted the geographic service area of all of BRS and EBS licenses in each of the thirty-three BRS and EBS channels in the 2.5 GHz band. The Applicants then identified the licenses and leases that Sprint and Nextel hold. Using the geographic composite data for each company, the Applicants then tallied the total 2.5 GHz MHz-pops covered by licenses or leases first for Sprint, then for Nextel, and finally for the combined company. The results of this highly granular analysis, which accounts for every 2.5 GHz MHz-pop in the nation, is appended as Attachment 1 to this declaration.

requirements and some EBS licensees use substantially more of their licensed EBS spectrum than the Commission-mandated minimums require; therefore, lessees of EBS spectrum cannot cover all of the MHz-pops that an EBS licensee can. Similarly, some of the EBS leases to which Sprint and Nextel are a party prohibit the lessee from providing anything other than one-way or video delivery service.

10. Most importantly, the 2.5 GHz interests that Sprint or Nextel hold often do not cover an entire BTA. Even where both carriers have some interest in a BTA, it does not necessarily mean that the individual carriers could have provided service to the same areas within the BTA, or that both individual carriers have rights that allow them to serve all or even most of the area or population in the BTA. For purposes of the analysis, however, all leases – and all of the MHz-pops they cover – are fully attributed to each company and to the combined Sprint Nextel. Despite employing a methodology that in this and similar ways overstates the combined company's license and leasehold interest in the 2.5 GHz spectrum, the results of this highly granular MHz-pop-by-MHz-pop analysis demonstrate that, after the merger, the combined company generally will not hold appreciably more 2.5 GHz spectrum in any given BTA than either company did prior to the merger.
11. In 408 of the 493 BTAs throughout the nation, no more than one or none of the two merging companies has *any* license or leasehold interest in the BTA. In the Birmingham BTA, for example, Nextel's 2.5 GHz licenses and leases cover 58% of the MHz-pops in the BTA and Sprint 2.5 GHz licenses and leases cover 0% of the MHz-pops in the BTA. In this BTA and in the 407 other similarly situated BTAs throughout the country, the merger does nothing to change the combined company's

2.5 GHz position in the geographic area. All told, both carriers have a presence in only eighty-five of the nation's 493 BTAs. These 85 BTAs are the only BTAs in which Sprint Nextel will have any more license or leasehold interests in the 2.5 GHz band than one of the carriers does today.

12. In the BTAs where both carriers have a presence, one carrier or another generally covers only a minimal percentage of the MHz-pops in that BTA. In sixty-eight of the eighty-five BTAs where both carriers have some type of presence, one of the two carriers covers no more than 10% of the MHz-pops. For 80% of the relevant 85 BTAs where both carriers have a presence, in other words, either Sprint or Nextel covers only a *de minimis* percentage of the total MHz-pops. Moreover, the combined Sprint Nextel spectrum position in a given BTA increases by an average of only 4.3 percentage points on a MHz-pops basis across these eighty-five BTAs. In the Canton-New Philadelphia BTA, for example, Sprint covers 38% of the MHz-pops in the BTA and Nextel covers 1% of the MHz-pops in the BTA. Combining the two companies' license and leasehold interests increases the number of MHz-pops covered within the BTA by just one percent to a total of 39% of the MHz-pops in the BTA. This change is not significant. Therefore, while the merger will expand the geographic reach of the company's 2.5 GHz spectrum holdings, the merger generally will not increase the actual number of megahertz that the combined company would control in any given geographic area. Indeed, on a nationwide basis, a majority of the MHz-pops will remain available for other carriers to use.
13. While not significantly adding to the depth of the combined company's holdings, a Sprint Nextel merger greatly expands the geographic breadth that the combined

company can serve. By combining their geographically disparate holdings, Sprint Nextel will have access to a 2.5 GHz footprint covering nearly 85% of the population in the top 100 BTAs. While short of an entirely nationwide position, Sprint's and Nextel's combined spectrum portfolio provides the necessary scale to justify the substantial research, development, implementation, and operational costs required to make use of the band in a manner that will prove viable over the long term, yet leaves sufficient 2.5 GHz spectrum available for competing operators. Moreover, this national footprint will ensure that the combined company can deploy a common technology over a portion of the 2.5 GHz band, which will provide consumers the ability to receive the same interactive, multimedia services in most areas of the country. Furthermore, the scale achieved by combining the 2.5 GHz assets of the companies will enhance the prospects of deploying low-cost, standards-based technologies. A national footprint will also create operating scale that would allow the combined entity to conduct national advertising and work with national company accounts.

#### **Initial Deployments and Technology Trials**

14. To prepare for deployment, Sprint and Nextel have each conducted significant analyses of emerging technologies. The companies have evaluated both consensus-driven international standards, such as WiMAX and TDD-UMTS, and proprietary technologies, such as Flash-OFDM. While a coordinated technical approach to deploying service will not be determined until the merger is complete, Sprint and Nextel have learned valuable technical and marketing lessons from their experiences,

which will help facilitate nationwide deployment of high-speed, interactive, multimedia service applications to the public.

15. For example, five years ago Sprint invested approximately \$400 million to deploy a line-of-sight (“LOS”) first-generation technology from Hybrid Networks for fixed residential wireless high-speed data access utilizing 2.5 GHz spectrum. Sprint offered service in 14 markets ranging from large metropolitan areas like San Francisco/San Jose to smaller cities like Wichita. Sprint was able to attract nearly 50,000 subscribers in less than 12 months, but faced significant technical and operational challenges. The technical limitations included installation difficulty because of LOS requirements, which mandated professional installation (the costs of which were magnified by the number of truck rolls made to homes that proved unable to receive the service because of a lack of LOS), capacity limitations, and technology immaturity. Sprint also initiated a next-generation technology evaluation group focused on solving these technology issues and developing a vibrant marketplace of vendors that would provide hardware, software, services, content, and other solutions (a “vendor ecosystem”) for new wireless high speed-data services.
16. Sprint discontinued further buildout of its first-generation technology in the 2.5 GHz band during 2001, primarily because of the high rate of failures in installation and the uneconomical business case. Sprint later developed second-generation fixed wireless technology requirements and issued a RFP for second-generation non-line-of-sight (“NLOS”) networks. A major field trial was conducted in Seattle, Washington with NLOS V-orthogonal frequency division multiplexing (“OFDM”) technology from Cisco Systems that proved unsuccessful due to limitations in NLOS capabilities.

Additional technical trials were conducted with start-up Iospan Wireless' advanced smart antenna technology MIMO-OFDM. The trial also proved unsuccessful due to the high cost of the solution.

17. In 2002-2003, Sprint focused on self-install NLOS technology with a fixed-to-portable broadband migration. Sprint championed efforts with start-up companies to test the concepts and technology of the next generation of wireless products and conducted a major technology trial in the Houston market with Navini Networks – a company with adaptive beamforming Time Division Duplex (“TDD”) smart antenna technology based on synchronous Code Division Multiple Access (“CDMA”). The six-month evaluation included lab and field testing as well as marketing tests of more than 300 households to gather user perceptions. Sprint also conducted a separate trial with another start-up vendor, IPWireless, Inc., that utilized wideband-CDMA.
18. Starting in 2003, Sprint began to work on standards development in the Institute of Electrical and Electronics Engineers (“IEEE”) with the formation of a new group, 802.20, focused on wireless broadband access. The divergent interests of existing manufacturers hindered the development of 802.20, however, and no solutions have been delivered. Sprint then commenced relationships with vendors to begin standardization of advanced OFDM technology into IEEE with 802.16e—a variant of the 802.16 family of standards known as WiMAX. In early 2004, Sprint led the formation of a private operator development forum comprising major international operators and domestic spectrum holders. The Broadband Wireless Forum (“BWF”) continues to focus on developing harmonized technical and business requirements and driving an open intellectual property rights (“IPR”) global standard for wireless



high-speed data services. Sprint has been elected to chair the BWF organization and continues to take a leadership role in driving operator needs in international forums as well as driving key operator requirements into IEEE 802.16e.

19. Nextel has also actively tested and developed high-speed data technology. For the past year, Nextel has conducted a broadband data trial in Raleigh, North Carolina that uses the Flash-OFDM standard. Flash-OFDM, which is short for “Fast Low-latency Access with Seamless Handoff – Orthogonal Frequency Division Multiplexing,” supplies highly secure, high-speed data access. In its Raleigh trial, Nextel configured more than 100 transmitter sites to support Flash-OFDM broadband data. Customers access the network using either (i) a small Personal Computer Manufacturer Interface Adaptor (“PCMIA”) card intended for laptop computers, or (ii) a desktop modem. Typical downlink speeds are up to 1.5 Mbps with burst rates of up to 3.0 Mbps. Typical uplink speeds are up to 375 kbps with burst rates of up to 750 kbps.
20. Nextel’s Raleigh trial uses spectrum in the 1850-1995 MHz range. Spectrum in the 2.5 GHz band differs greatly from the 1.9 GHz band. One of the most important differences is the diminished propagation characteristics of the 2.5 GHz band relative to the CMRS spectrum. Other things being equal, the higher the frequency, the shorter the propagation distance of a radiofrequency signal. Licensees that seek to deploy a low-site, low-power communications system with a high rate of frequency reuse will likely have to deploy far more transmitters to cover the same area at 2.5 GHz than they would have to deploy at 1.9 GHz or 800 MHz and, therefore, cannot take full advantage of the installed base of infrastructure that already exists in other, lower-frequency bands. Moreover, the progressive weakening of radio signals in the

2.5 GHz band as they travel away from their point of origin limits the ability of signals in the 2.5 GHz band to penetrate walls, floors, and ceilings in homes and offices. Despite these important differences in spectrum propagation characteristics between the 1.9 GHz trial band and the 2.5 GHz spectrum, Nextel's Raleigh trial has provided invaluable information concerning how best to deploy, manage, service, and sell a wireless broadband network service. Nextel has also identified strong demand for an easy-to-use, secure service that delivers true broadband wireless service with nearly ubiquitous coverage.

21. In separate studies, Nextel has evaluated Time Division ("TD") CDMA technology for several years. TD-CDMA technology is capable of operating on 5 MHz, 10 MHz, or 20 MHz carriers in a TDD mode. A Frequency Division Duplex ("FDD") mode has recently been developed for this technology. TD-CDMA FDD could support much higher bandwidth to the end user devices or increase system capacity significantly – attributes that a carrier could combine to offer never-before-seen levels of service. In addition, Nextel recently commenced a laboratory technology trial with IPWireless, which offers a wireless broadband technology based on the Universal Mobile Telecommunications System ("UMTS") TDD standard. UMTS TDD, which is also known as TD-CDMA, is a global standard that can be used by operators and manufacturers worldwide.

**Challenges to Deploying Wireless Interactive Multimedia Services in the 2.5 GHz Band**

22. The combination of Sprint's and Nextel's 2.5 GHz band spectrum, personnel, and expertise will bring significant public interest benefits. Nevertheless, the realization of these benefits will require substantial investment, development, research, trial, and

business risk, largely because the technology is evolving, key standard-setting processes are still underway, and the regulatory environment that will govern the band remains unsettled in several critical respects. As described below, Sprint and Nextel plan to combine their visions for the potential development of the spectrum. While both companies are optimistic about the possibilities, the companies must research, invest, execute, and incur business risks to make any of these opportunities a reality. The following paragraphs summarize these risks and challenges—most of which were noted above. The key point, however, is that the merger for the first time creates a real possibility for overcoming these concerns and delivering attractive, new solution-oriented wireless capabilities to customers.

- Because radio signals propagate over shorter distances at 2.5 GHz than at lower bands, service providers will face challenges in developing network infrastructure capable of providing reliable services covering large areas. The effects of signal attenuation in the 2.5 GHz band compared to lower frequency ranges will require 2.5 GHz licensees to develop their own network deployment plans, and identify and secure their own costly transmitter locations. As a result, service providers will need to either construct more infrastructure than necessary in lower frequency bands, or cover less territory than would be possible using lower frequency bands.
- As a result of the need to accommodate legacy 2.5 GHz high-power video operations, the regulatory regime for the 2.5 GHz band that became effective on January 10, 2005 effectively requires the completion of a complex process of transitioning to the newly-adopted 2.5 GHz bandplan before services can be effectively deployed in most major urban areas. Transitions will take time, and the complexity of the process will remain uncertain until the Commission acts upon the more than twenty pending petitions for reconsideration of the *Report and Order* and on the *Further Notice of Proposed Rulemaking* in WT Docket No. 03-66.
- Because the Commission has maintained eligibility restrictions that prevent commercial operators from directly holding licenses for 120 MHz of the 2.5 GHz band (and even more in many major urban areas), system operators face significant transaction costs and risks associated with aggregating contiguous blocks of spectrum. Commercial operators can access sixty percent of the available 2.5 GHz spectrum only by reaching leases with individual licensees, and these leases are subject to

Commission-mandated restrictions. Following the five-year transition, moreover, the 42 MHz in the Middle Band Segment will be optimized for high-site, high-power video transmissions, which are generally not compatible with the low-site, low-power transmissions necessary for wireless interactive multimedia services.

- To provide licensees in the 2.5 GHz band with technological flexibility, the Commission permits both FDD and TDD technologies to operate in the same and adjacent band segments. Unfortunately, TDD and FDD do not easily coexist. When used in proximity, each must operate under certain constraints to ensure operations do not cause harmful interference. While permitting both FDD and TDD operations in the same spectrum offers a technology-neutral means of permitting broadband use of the 2.5 GHz band, the absence of a common technical interface will present unique challenges to system operators. Operators will sometimes need to overcome interference resulting from simultaneous adjacent operation of TDD and FDD systems.
- Unlike other bands, common control channels, standardized emission characteristics, and other common performance measurements recognized by national and international standards bodies have not been established for the 2.5 GHz band. The lack of common operating parameters further complicates operations in the band.
- Two of the thirteen channels available to commercial operators are at 2150-2162 MHz and must be migrated to the 2496-2690 MHz band to be incorporated into new portable high-speed data services. The Commission has not yet adopted rules governing that migration process. Moreover, whether one of the channels in the band will prove suitable for widespread use will depend upon future Commission action. The BRS-1 channel has been moved to a relatively hostile interference environment where Industrial, Scientific, Mobile, Mobile Satellite Service, and Broadcast Auxiliary Service licensees already operate. To make this spectrum more useable, Sprint, Nextel, and other parties filed petitions for reconsideration on September 8, 2004 to have the incompatible, in-band services relocated or restrained. These petitions remain pending.

23. Despite these obstacles, the promise of a large potential customer base creates significant incentives to take opportunities and risks to deploy emerging new technologies. Scale, strong branding, and technical investment in innovative services will be essential to successfully deploying services in the 2.5 GHz band. Combining their disparate and scattered holdings across the country would give Sprint and

Nextel, for the first time in the band's long and troubled history, a large footprint of 2.5 GHz spectrum suitable for widespread deployment of wireless interactive multimedia services.

**Consumer Demand for Wireless Interactive Multimedia Services**

24. Customers of all types value high-speed data access and have indicated that they want access to the same high-speed data applications available on tethered computers while on the go. The companies' respective trials have provided the insight that consumers and business users want – and are willing to pay for – portability, broader high-speed network coverage, and an end-to-end integrated experience of applications, networks, and digital devices. Wireless interactive multimedia services have the potential to revolutionize the way people interact.
25. Today, for example, law enforcement, first responders, and government officials rely primarily on voice and narrowband data services to complete their missions. The new network infrastructure that Sprint and Nextel envision for the 2.5 GHz band, however, could allow for instant fingerprint identification, biometric scanning, and instantaneous access to detailed maps and building designs that would help identify criminals on the street and prevent needless loss of life. The new network infrastructure could also deliver live video from cameras on the scene to officers on the ground or allow a patrolman to access multiple closed-circuit television systems while engaged in a two-way video call with his commanding officer. The enhanced access to detailed, video-based information could improve the ability of our nation's law enforcement officials to protect public safety and safeguard their own lives in the event of an emergency.

26. Educators would also benefit from the new services that the combined Sprint Nextel could deploy. A portion of the EBS spectrum must be reserved and used for educational purposes, and Sprint's and Nextel's planned deployment can strengthen and enhance the unique public-private partnership that exists in this band. Educators will be able to take advantage of the coverage, economics, and depth of network deployment required for successful commercial operation to enhance their own capital investments, training, expertise, and system performance. While high-speed Internet access has offered an enormous bounty of material to students and teachers, much of the material must remain static and cannot easily be configured to allow easy-to-use, two-way interactive access. Wireless interactive multimedia services offer the promise of significantly enhancing "distance learning" by seamlessly integrating students and teachers across an easy-to-use network with a nearly nationwide footprint. Students could check into the supplemental interactive and multimedia content assigned by the teacher and even wirelessly download a recorded lecture for review while waiting for the school bus. Because the video is stored on his device, the student could fast forward through the portions that he fully understood and repeat the difficult sections for a better understanding of the course material while on his ride to school.
27. Consumers similarly would find significant benefits in the integration of applications, a smart network, and day-to-day digital devices. A growing number of people, for example, watch DVD movies on laptops, play on-line games, and listen to digital music. Today, these entertainment activities require consumers to anticipate their future entertainment needs or carry many costly devices with them at all times. The

selection and choice of the experience is also limited by the physical environment and further constrained by lack of high-speed broadband coverage. Through a wireless interactive multimedia services connection, however, a consumer about to leave for the airport to catch a return flight after a vacation would be able to search from an online movie catalog, purchase a movie, and stream it to her entertainment device for instant or subsequent viewing. If fully realized, the Sprint Nextel network would be smart enough to know that the consumer is streaming the movie to an entertainment device with a smaller size screen and would optimize the movie to ensure that the consumer has a superior viewing experience. Additionally, if the customer's flight is delayed, she could play a game online or exchange digital-quality video over the same wireless device with multiple users across the country while listening to streaming audio. Before the flight departs, in a matter of a few seconds, she could wirelessly upload vacation pictures from her entertainment device to her family's online web site for the instant viewing pleasure of her friends and relatives.

28. The business applications of wireless interactive multimedia services are also significant. The construction industry is just one example of the many business segments that could realize significant productivity gains from using wireless interactive multimedia services. In the construction segment, there are three key business issues that the service could help address: (1) construction sites are often remote with no broadband connectivity, (2) collaboration between various entities (*i.e.*, architect, civil engineer, general contractor, electrician, inspector) slows down due to lack of an immediate access to visual information, and (3) relevant media and computing devices are not portable. With wireless interactive multimedia services,

applications and devices can be optimized to support bandwidth-intensive applications, such as digital images and rich data files. Using a rugged, video/camera-enabled Tablet PC, for example, a general contractor could capture images of a specific problem area on a construction site and wirelessly transmit them to the engineer or architect at their offices. The engineer and general contractor could then use the video functionality of the Tablet PC to conduct a wireless videoconference to solve the problem. In addition to seeing and talking with one another, all participants would be able to propose, see, and critique changes to the Computer Aided Design ("CAD") plans for the building. In this and other ways, wireless interactive multimedia services will increase productivity, reduce costs, and improve quality.

29. Sprint and Nextel anticipate widespread consumer demand for these services. Wi-Fi technology has given users a taste of the convenience of unwired broadband, but has only been able to deliver it in extremely limited hotspots with limited security and little integration of devices, network, and applications. As a result, and as demonstrated by Sprint's and Nextel's broadband trials, customers are increasingly willing to purchase wireless broadband services, and this demand will increase as more devices are enabled for wireless broadband operation. Wireless interactive multimedia services will enhance the ability of consumers to take their digital applications with them wherever they may go.
30. As noted above, while plans are necessarily not certain or final, and will evolve in response to technological progress, market changes, and competitive developments, Sprint and Nextel anticipate that wireless interactive multimedia services will include



at least some of the following characteristics, which we believe will address emerging business and consumer requirements:

- High-speed, low-latency access to high-quality multimedia content at reasonable prices;
- National, wide-area radio network;
- An end-to-end all Internet Protocol ("IP") network;
- IP quality of service support for interactive multimedia applications;
- Integrated wireless backhaul capability; and
- Technology embedded into handheld data computing devices.

31. Given the promise of wireless interactive multimedia services, Sprint and Nextel in 2004 explored the potential of a joint venture including both companies' 2.5 GHz spectrum assets. The joint venture would have consisted of pooling the companies' spectrum assets and operating a network joint venture, with the joint venture contracting services from its parents, Sprint and Nextel.
32. This effort was abandoned for several reasons. First, the governance of joint ventures is inherently complicated and difficult to manage. The companies were concerned about their abilities to control their own destinies through this structure. Second, the companies realized that it would be complicated to make decisions within the joint venture and that there were tensions about a complex, long-term relationship. Third, decision-making can become especially difficult when interests or priorities are not aligned. Both companies were concerned about the joint venture's ability to move swiftly, and both were concerned about its ability to develop unique products and service applications.

33. The companies also concluded that it would be difficult to realize the synergies of the companies' combined network assets through a joint venture structure. Many of the operating synergies that the merged company will realize were not available through a joint venture. Both companies would still be maintaining independent wireless networks, in addition to the 2.5 GHz network being operated by the joint venture. Finally, the companies were concerned about becoming reliant on this third-party joint venture. The parties were also concerned about the possibility that material changes in the other company could occur (e.g. the other company could be acquired by a party with different strategic interests or become distressed and unable or unwilling to fulfill its commitments under the agreement).

I, Todd Rowley, declare under penalty of perjury under the laws of the United States  
that the foregoing declaration is true and correct to the best of my knowledge and belief.

/s/ Todd Rowley

Todd Rowley

Executed on February 8, 2005.

I, Robert Finch, declare under penalty of perjury under the laws of the United States  
that the foregoing declaration is true and correct to the best of my knowledge and belief.

/s/ Robert Finch

Robert Finch

Executed on February 8, 2005.



## BRS SPECTRUM

BTA Rank	BTA#	BTA Name	BTA MHz-Pops (198 MHz*Pop)	Total Sprint Licensed BRS/EBS (MHz-Pops)	Total Sprint Licensed BRS/EBS (%BRS/EBS)	Total Sprint Leased BRS/EBS (MHz-Pops)	Total Sprint Leased BRS/EBS (%BRS/EBS)	Total Nextel Licensed BRS/EBS (MHz-Pops)	Total Nextel Licensed BRS/EBS (%BRS/EBS)	Total Nextel Leased BRS/EBS (MHz-Pops)	Total Nextel Leased BRS/EBS (%BRS/EBS)	Combined Sprint/Nextel Licensed BRS/EBS (MHz-Pops)	Combined Sprint/Nextel Licensed BRS/EBS (% BRS/EBS)	Combined Sprint/Nextel Leased BRS/EBS (MHz-Pops)	Combined Sprint/Nextel Leased BRS/EBS (% BRS/EBS)	Incremental MHz Pops Differential* (%BRS&EBS)
359	250	Lewiston-Moscow	24,098,778	-	0%	6,731,167	28%	9,184,743	38%	-	0%	9,184,743	38%	6,731,167	28%	28%
294	36	Bellingham	32,545,260	3,793,058	12%	18,960,257	58%	9,027,802	28%	-	0%	12,820,860	39%	18,960,257	58%	28%
44	329	Oklahoma City	279,012,690	50,686,536	18%	82,237,408	29%	27,614,022	10%	49,042,502	18%	78,300,558	28%	131,279,909	47%	27%
382	103	Danville	21,765,150	812,796	4%	4,072,863	19%	5,901,534	27%	-	0%	6,714,330	31%	4,072,863	19%	22%
175	459	Waco	59,860,944	13,199,344	22%	-	0%	10,010,415	17%	1,502,048	3%	23,209,759	39%	1,502,048	3%	19%
60	257	Little Rock	187,521,246	35,470,501	19%	-	0%	37,218,530	20%	12,888,867	7%	72,689,031	39%	12,888,867	7%	19%
303	39	Benton Harbor	32,002,146	4,008,276	13%	18,730,862	59%	5,960,506	19%	-	0%	9,968,782	31%	18,730,862	59%	19%
27	226	Kansas City	399,087,216	-	0%	74,101,880	19%	157,173,760	39%	41,051,476	10%	157,173,760	39%	115,153,356	29%	19%
32	314	Nashville	346,638,402	20,810,024	6%	135,301,031	39%	51,066,751	15%	11,865,926	3%	71,876,776	21%	147,166,957	42%	18%
64	177	Greenville-Spartanburg	180,143,766	17,261,482	10%	68,181,001	38%	31,910,644	18%	-	0%	49,172,126	27%	68,181,001	38%	18%
232	291	Merced	44,796,708	14,427,240	32%	11,559,666	26%	-	0%	7,422,121	17%	14,427,240	32%	18,981,787	42%	17%
141	223	Kalamazoo	74,486,808	2,384,388	3%	9,775,260	13%	19,853,711	27%	9,737,393	13%	22,238,099	30%	19,512,653	26%	16%
222	33	Battle Creek	47,303,388	3,206,138	7%	4,590,713	10%	1,107,006	2%	6,202,149	13%	4,313,143	9%	10,792,862	23%	15%
55	232	Knoxville	220,004,928	-	0%	112,412,777	51%	32,227,708	15%	580,488	0%	32,227,708	15%	112,993,265	51%	15%
75	425	Spokane	143,135,190	-	0%	85,158,287	59%	20,857,670	15%	-	0%	20,857,670	15%	85,158,287	59%	15%
15	413	Seattle-Tacoma	624,061,548	20,280,350	3%	347,606,411	56%	71,419,156	11%	-	0%	91,699,506	15%	347,606,411	56%	11%
72	410	Savannah	147,646,818	-	0%	15,881,337	11%	30,073,445	20%	25,302	0%	30,073,445	20%	15,906,639	11%	11%
21	440	Tampa-St. Petersburg-Clearwater	515,339,748	50,488,421	10%	279,122,016	54%	33,333,194	6%	6,245,327	1%	83,821,615	16%	285,367,343	55%	8%
18	402	San Diego	553,604,436	-	0%	39,653,650	7%	86,566,339	16%	336,026,777	61%	86,566,339	16%	375,680,427	68%	7%
4	404	San Francisco-Oakland-San Jose	1,386,843,480	255,274,820	18%	714,454,990	52%	87,297,629	6%	2,078,098	0%	342,572,449	25%	716,533,089	52%	6%
391	373	Richmond	20,560,914	739,338	4%	970,154	5%	1,312,690	6%	-	0%	2,052,028	10%	970,154	5%	6%
124	483	York-Hanover	93,406,500	16,383,322	18%	-	0%	1,908,635	2%	3,345,695	4%	18,291,957	20%	3,345,695	4%	6%
332	193	Hot Springs	27,473,490	1,501,682	5%	-	0%	8,674,288	32%	-	0%	10,175,971	37%	-	0%	5%
419	356	Port Angeles	17,558,244	51,466	0%	836,220	5%	4,854,596	28%	-	0%	4,906,062	28%	836,220	5%	5%
49	106	Dayton-Springfield	238,889,574	570,452	0%	10,948,768	5%	58,856,493	25%	-	0%	59,426,945	25%	10,948,768	5%	5%
342	431	Steubenville	26,092,440	188,710	1%	933,449	4%	848,097	3%	3,833,804	15%	1,036,806	4%	4,767,253	18%	4%
24	81	Cincinnati	427,853,250	86,884,723	20%	165,247,526	39%	16,971,351	4%	-	0%	103,856,074	24%	165,247,526	39%	4%
100	434	Stockton	118,937,016	851,022	1%	3,846,324	3%	8,487,349	7%	53,400,449	45%	9,338,372	8%	57,246,773	48%	4%
335	403	Sandusky	27,274,698	10,153,936	37%	203,378	1%	590,642	2%	455,145	2%	10,744,578	39%	658,523	2%	4%
87	28	Bakersfield	130,562,586	1,176,553	1%	3,801,965	3%	50,238,607	38%	-	0%	51,415,161	39%	3,801,965	3%	4%
7	196	Houston	982,992,780	153,101,325	16%	461,819,037	47%	3,434,415	0%	30,754,832	3%	156,535,740	16%	492,573,869	50%	3%
116	303	Modesto	98,414,118	382,468	0%	2,433,732	2%	8,612,031	9%	49,847,644	51%	8,994,499	9%	52,281,376	53%	3%
402	281	Marion	19,336,086	454,918	2%	776,295	4%	540,198	3%	-	0%	995,116	5%	776,295	4%	3%
314	143	Findlay-Tiffin	30,206,682	10,247,555	34%	124,459	0%	837,963	3%	-	0%	11,085,518	37%	124,459	0%	3%
330	69	Casper-Gillette	28,020,564	367,606	1%	401,025	1%	10,669,351	38%	-	0%	11,036,958	39%	401,025	1%	3%
113	241	Lansing	100,207,008	27,681,264	28%	46,960,706	47%	516,927	1%	1,955,212	2%	28,198,191	28%	48,915,918	49%	2%
23	350	Pittsburgh	484,557,876	1,622,156	0%	6,230,283	1%	183,816,210	38%	207,749,088	43%	185,438,366	38%	213,979,371	44%	2%
350	200	Hutchinson	25,260,444	78,389	0%	324,863	1%	9,326,534	37%	-	0%	9,404,923	37%	324,863	1%	2%
163	331	Olympia-Centralia	63,656,208	62,579	0%	947,048	1%	10,573,712	17%	-	0%	10,636,292	17%	947,048	1%	2%
40	263	Louisville	291,498,174	37,710	0%	4,329,402	1%	24,502,032	8%	-	0%	24,539,742	8%	4,329,402	1%	1%

108	65	Canton-New Philadelphia	105,530,238	31,918,895	30%	7,948,027	8%	1,184,048	1%	311,699	0%	33,102,943	31%	8,259,727	8%	1%
2	262	Los Angeles	3,112,974,414	27	0%	34,152,250	1%	307,989,034	10%	1,771,271,559	57%	307,989,061	10%	1,805,423,809	58%	1%
392	21	Ashtabula	20,255,004	103,783	1%	77,802	0%	7,306,399	36%	-	0%	7,410,182	37%	77,802	0%	1%
59	332	Omaha	193,648,554	55,607,341	29%	67,431,794	35%	1,671,491	1%	-	0%	57,278,831	30%	67,431,794	35%	1%
167	234	La Crosse	62,734,320	9,124,411	15%	-	0%	149,560	0%	369,063	1%	9,273,971	15%	369,063	1%	1%
16	84	Cleveland-Akron	587,787,156	934,951	0%	3,862,044	1%	224,090,661	38%	211,475,534	36%	225,025,612	38%	215,337,578	37%	1%
155	256	Lincoln	68,383,656	16,035,391	23%	40,888,167	59%	366,632	1%	-	0%	16,402,023	24%	40,888,167	59%	1%
340	225	Kankakee	26,677,332	10,332,532	39%	5,642,957	21%	139,160	1%	-	0%	10,471,693	39%	5,642,957	21%	1%
92	472	Wichita	128,422,800	22,934,437	18%	93,394,598	73%	414,161	0%	227,844	0%	23,348,598	18%	93,622,443	73%	0%
396	411	Scottsbluff	19,790,892	-	0%	91,733	0%	2,405,409	12%	-	0%	2,405,409	12%	91,733	0%	0%
14	298	Minneapolis-St. Paul	635,801,562	-	0%	2,809,565	0%	210,735,541	33%	280,726,254	44%	210,735,541	33%	283,535,819	45%	0%
56	169	Grand Rapids	209,624,580	72,342	0%	773,298	0%	73,332,229	35%	29,430,101	14%	73,404,571	35%	30,203,399	14%	0%
17	384	St. Louis	582,266,144	60,859,202	11%	323,871,654	58%	1,788,772	0%	-	0%	62,647,975	11%	323,871,654	58%	0%
412	284	Martinsville	18,380,340	1,526,096	8%	-	0%	52,947	0%	-	0%	1,579,044	9%	-	0%	0%
199	378	Rochester-Austin-Albert Lea	50,221,314	-	0%	129,001	0%	17,205,223	34%	14,810,724	29%	17,205,223	34%	14,939,725	30%	0%
33	336	Orlando	335,139,552	281,700	0%	565,967	0%	2,332,509	1%	9,038,380	3%	2,614,209	1%	9,604,347	3%	0%
434	58	Brunswick	15,446,376	-	0%	39,048	0%	4,177,408	27%	-	0%	4,177,408	27%	39,048	0%	0%
42	174	Greensboro-Winston-Salem-High F	286,582,626	649,519	0%	-	0%	14,272,406	5%	163,948	0%	14,921,925	5%	163,948	0%	0%
476	129	Emporia	9,436,086	-	0%	12,500	0%	3,717,246	39%	161	0%	3,717,246	39%	12,661	0%	0%
69	444	Toledo	154,714,626	24,904,837	16%	70,856,972	46%	195,375	0%	-	0%	25,100,212	16%	70,856,972	46%	0%
206	277	Mankato-Fairmont	49,134,690	8,958,369	18%	28,922,898	59%	26,884	0%	32,207	0%	8,985,253	18%	28,955,105	59%	0%
28	389	Sacramento	382,419,576	115,049,538	30%	131,875,656	34%	182,396	0%	233,841	0%	115,231,933	30%	132,109,497	35%	0%
150	441	Temple-Killeen	70,012,998	75,865	0%	-	0%	10,641,818	15%	424,883	1%	10,717,684	15%	424,883	1%	0%
257	393	St. Joseph	38,627,820	-	0%	33,798	0%	15,217,020	39%	2,474	0%	15,217,020	39%	36,272	0%	0%
6	101	Dallas-Fort Worth	1,092,080,266	864,723	0%	-	0%	312,925,743	29%	577,400,743	53%	313,790,465	29%	577,400,743	53%	0%
204	255	Lima	49,530,294	3,417,878	7%	-	0%	38,343	0%	-	0%	3,456,221	7%	-	0%	0%
388	383	Rolla	20,685,656	7,026,429	34%	-	0%	-	0%	14,415	0%	7,026,429	34%	14,415	0%	0%
323	167	Grand Island-Kearney	29,224,008	17,836	0%	-	0%	217,760	1%	-	0%	235,596	1%	-	0%	0%
287	104	Danville	33,730,488	3,863,780	11%	-	0%	16,730	0%	-	0%	3,880,510	12%	-	0%	0%
41	368	Raleigh-Durham	290,046,042	534,379	0%	-	0%	123,850	0%	-	0%	658,229	0%	-	0%	0%
327	396	Salina	28,232,226	12,003	0%	-	0%	7,500,482	27%	-	0%	7,512,486	27%	-	0%	0%
312	348	Pine Bluff	30,403,692	12,062	0%	-	0%	11,929,801	39%	-	0%	11,941,863	39%	-	0%	0%
26	74	Charlotte-Gastonia	408,076,416	97,529	0%	29,809	0%	102,313,543	25%	62,218,092	15%	102,411,072	25%	62,247,900	15%	0%
215	442	Terre Haute	48,142,710	5,082,004	11%	186,052	0%	13,785	0%	-	0%	5,095,789	11%	186,052	0%	0%
34	95	Columbus	332,608,320	97,557,926	29%	169,043,533	51%	83,844	0%	-	0%	97,641,769	29%	169,043,533	51%	0%
197	445	Topeka	50,690,178	348	0%	9,725	0%	19,968,510	39%	49,391	0%	19,968,858	39%	59,116	0%	0%
67	8	Albuquerque	161,073,990	12,145,230	8%	20,239,283	13%	22,107	0%	-	0%	12,167,337	8%	20,239,283	13%	0%
230	71	Champaign-Urbana	45,026,388	6,081	0%	-	0%	14,729,754	33%	-	0%	14,735,836	33%	-	0%	0%
213	405	San Luis Obispo	48,532,176	-	0%	5,309	0%	55,562	0%	-	0%	55,562	0%	5,309	0%	0%
96	268	McAllen	122,912,658	13,868,824	11%	-	0%	5,308	0%	1,809	0%	13,874,132	11%	1,809	0%	0%
48	374	Richmond-Petersburg	246,741,462	5,337	0%	-	0%	82,383	0%	256,962	0%	87,720	0%	256,962	0%	0%
455	286	Mattoon	12,732,390	7,629	0%	-	0%	239	0%	-	0%	7,868	0%	-	0%	0%
106	99	Corpus Christi	107,722,494	563	0%	-	0%	34,100,825	32%	59,344,267	55%	34,101,388	32%	59,344,267	55%	0%
139	406	Santa Barbara-Santa Maria	78,733,908	-	0%	13,306,943	17%	122	0%	-	0%	122	0%	13,306,943	17%	0%
126	34	Beaumont-Port Arthur	91,344,924	16	0%	-	0%	871,517	1%	222,144	0%	871,533	1%	222,144	0%	0%
1	321	New York	3,809,710,872	-	0%	-	0%	476,582,834	13%	1,832,235,503	48%	476,582,834	13%	1,832,235,503	48%	0%
3	78	Chicago	1,777,135,338	318,038,512	18%	998,645,133	56%	-	0%	-	0%	318,038,512	18%	998,645,133	56%	0%
5	346	Philadelphia	1,214,417,556	-	0%	-	0%	446,248,641	37%	213,612,274	18%	446,248,641	37%	213,612,274	18%	0%
8	112	Detroit	964,263,960	237,214,492	25%	663,497,737	69%	-	0%	-	0%	237,214,492	25%	663,497,737	69%	0%
9	461	Washington	934,537,626	-	0%	-	0%	104,972,170	11%	443,391,775	47%	104,972,170	11%	443,391,775	47%	0%
10	24	Atlanta	862,720,056	-	0%	-	0%	1,402,143	0%	582,563	0%	1,402,143	0%	582,563	0%	0%
11	51	Boston	850,484,052	-	0%	-	0%	301,426,044	35%	321,229,087	38%	301,426,044	35%	321,229,087	38%	0%
12	293	Miami-Fort Lauderdale	778,905,864	-	0%	27,074,989	3%	-	0%	-	0%	-	0%	27,074,989	3%	0%
13	347	Phoenix	658,082,700	150,997,574	23%	153,191,111	23%	-	0%	-	0%	150,997,574	23%	153,191,111	23%	0%
19	488	San Juan	528,711,084	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%

20	110	Denver	527,869,584	123,544,790	23%	204,652,472	39%	-	0%	-	0%	123,544,790	23%	204,652,472	39%	0%
22	29	Baltimore	512,880,788	-	0%	-	0%	131,560,906	26%	352,477,729	69%	131,560,906	26%	352,477,729	69%	0%
25	358	Portland	411,455,484	108,084,754	26%	148,878,279	36%	-	0%	-	0%	108,084,754	26%	148,878,279	36%	0%
29	401	San Antonio	365,095,962	-	0%	-	0%	105,191,365	29%	185,576,414	51%	105,191,365	29%	185,576,414	51%	0%
30	297	Milwaukee	362,408,728	82,515,592	23%	188,464,205	52%	-	0%	-	0%	82,515,592	23%	188,464,205	52%	0%
31	324	Norfolk-Virginia Beach-Newport News	347,407,832	-	0%	-	0%	81,599,779	23%	145,631,490	42%	81,599,779	23%	145,631,490	42%	0%
35	399	Salt Lake City-Ogden	316,586,952	124,678,542	39%	54,496,846	17%	-	0%	-	0%	124,678,542	39%	54,496,846	17%	0%
36	364	Providence-Pawtucket	310,111,164	-	0%	-	0%	77,834,117	25%	158,463,828	51%	77,834,117	25%	158,463,828	51%	0%
37	204	Indianapolis	305,885,448	110,812,297	36%	154,589,426	51%	-	0%	-	0%	110,812,297	36%	154,589,426	51%	0%
38	290	Memphis	304,596,864	-	0%	-	0%	106,344,487	35%	109,242,977	36%	106,344,487	35%	109,242,977	36%	0%
39	245	Las Vegas	298,154,934	25,160,887	8%	56,401,163	19%	-	0%	-	0%	25,160,887	8%	56,401,163	19%	0%
43	320	New Orleans	281,348,496	-	0%	-	0%	30,486,731	11%	741,998	0%	30,486,731	11%	741,998	0%	0%
45	212	Jacksonville	267,169,716	-	0%	-	0%	5,306,448	2%	9,700,968	4%	5,306,448	2%	9,700,968	4%	0%
46	27	Austin	261,334,656	-	0%	-	0%	93,391,602	36%	65,521,728	25%	93,391,602	36%	65,521,728	25%	0%
47	44	Birmingham	259,617,600	-	0%	-	0%	67,727,012	26%	83,333,506	32%	67,727,012	26%	83,333,506	32%	0%
50	60	Buffalo-Niagara Falls	238,105,296	-	0%	-	0%	80,020,274	34%	131,139,519	55%	80,020,274	34%	131,139,519	55%	0%
51	469	West Palm Beach-Boca Raton	229,585,752	37,704,144	16%	132,043,739	58%	-	0%	-	0%	37,704,144	16%	132,043,739	58%	0%
52	379	Rochester	227,649,510	-	0%	-	0%	88,624,517	39%	77,587,049	34%	88,624,517	39%	77,587,049	34%	0%
53	184	Hartford	226,586,448	-	0%	-	0%	77,688,343	34%	26,162,195	12%	77,688,343	34%	26,162,195	12%	0%
54	489	Mayaguez/Aguadilla-Ponce	223,903,152	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
57	7	Albany-Schenectady	202,857,534	-	0%	-	0%	77,294,508	38%	64,676,809	32%	77,294,508	38%	64,676,809	32%	0%
58	318	New Haven-Waterbury-Meriden	197,364,420	-	0%	-	0%	65,588,662	33%	4,716,359	2%	65,588,662	33%	4,716,359	2%	0%
61	448	Tulsa	186,420,564	-	0%	-	0%	66,936,409	36%	95,566,618	51%	66,936,409	36%	95,566,618	51%	0%
62	252	Lexington	181,907,550	-	0%	110,932	0%	-	0%	-	0%	-	0%	110,932	0%	0%
63	157	Fresno	180,697,968	66,184,279	37%	61,718,397	34%	-	0%	-	0%	66,184,279	37%	61,718,397	34%	0%
65	447	Tucson	167,065,866	11,496,292	7%	133,328,198	80%	-	0%	-	0%	11,496,292	7%	133,328,198	80%	0%
66	192	Honolulu	173,751,898	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
68	111	Des Moines	157,166,460	-	0%	-	0%	44,500,033	28%	52,165,620	33%	44,500,033	28%	52,165,620	33%	0%
70	438	Syracuse	152,791,056	-	0%	-	0%	58,331,185	38%	16,256,975	11%	58,331,185	38%	16,256,975	11%	0%
71	480	Worcester-Fitchburg-Leominster	147,785,022	-	0%	-	0%	53,420,450	36%	12,901,553	9%	53,420,450	36%	12,901,553	9%	0%
73	128	El Paso	145,810,566	-	0%	-	0%	24,909,573	17%	48,657,594	33%	24,909,573	17%	48,657,594	33%	0%
74	10	Allentown-Bethlehem-Easton	145,678,302	-	0%	-	0%	444,754	0%	3,038,939	2%	444,754	0%	3,038,939	2%	0%
76	155	Fort Wayne	140,440,806	9,051,619	6%	4,181,612	3%	-	0%	-	0%	9,051,619	6%	4,181,612	3%	0%
77	229	Kingsport	139,037,976	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
78	32	Baton Rouge	138,873,636	-	0%	-	0%	12,387,229	9%	15,844,799	11%	12,387,229	9%	15,844,799	11%	0%
79	181	Harrisburg	137,325,672	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
80	72	Charleston	133,611,786	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
81	427	Springfield-Holyoke	133,595,550	-	0%	-	0%	41,167,883	31%	25,776,895	19%	41,167,883	31%	25,776,895	19%	0%
82	210	Jackson	133,085,700	-	0%	-	0%	51,977,673	39%	2,830,406	2%	51,977,673	39%	2,830,406	2%	0%
83	272	Madison	132,707,520	16,220,457	12%	43,486,114	33%	-	0%	-	0%	16,220,457	12%	43,486,114	33%	0%
84	412	Scranton-Wilkes-Barre-Hazleton	131,847,804	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
85	91	Columbia	131,743,260	-	0%	-	0%	21,240,820	16%	42,210	0%	21,240,820	16%	42,210	0%	0%
86	141	Fayetteville-Lumberton	130,721,580	-	0%	-	0%	1,251,279	1%	-	0%	1,251,279	1%	-	0%	0%
88	271	Macon-Warner Robins	130,392,504	-	0%	-	0%	41,275,515	32%	30,578,150	23%	41,275,515	32%	30,578,150	23%	0%
89	376	Roanoke	129,951,756	910,885	1%	-	0%	-	0%	-	0%	910,885	1%	-	0%	0%
90	302	Mobile	129,722,076	-	0%	-	0%	28,823,435	22%	3,222,420	2%	28,823,435	22%	3,222,420	2%	0%
91	428	Springfield	129,073,824	-	0%	-	0%	40,316,903	31%	31,452,934	24%	40,316,903	31%	31,452,934	24%	0%
93	151	Fort Myers	124,064,820	1,319,934	1%	20,044,973	16%	-	0%	-	0%	1,319,934	1%	20,044,973	16%	0%
94	390	Saginaw-Bay City	123,855,930	18,889,156	15%	62,650	0%	-	0%	-	0%	18,889,156	15%	62,650	0%	0%
95	408	Sarasota-Bradenton	123,308,460	13,462,237	11%	86,085,576	70%	-	0%	-	0%	13,462,237	11%	86,085,576	70%	0%
97	274	Manchester-Nashua-Concord	119,735,352	-	0%	-	0%	45,137,026	38%	4,994,992	4%	45,137,026	38%	4,994,992	4%	0%
98	20	Asheville-Hendersonville	119,507,256	2,606,648	2%	7,372,233	6%	-	0%	-	0%	2,606,648	2%	7,372,233	6%	0%
99	419	Shreveport	119,368,656	-	0%	-	0%	28,518,110	24%	1,652,824	1%	28,518,110	24%	1,652,824	1%	0%
101	26	Augusta	116,413,308	-	0%	-	0%	37,753,362	32%	16,602,467	14%	37,753,362	32%	16,602,467	14%	0%
102	372	Reno	112,632,894	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%

103	50	Boise-Nampa	112,571,910	57,449,970	51%	34,077,810	30%	-	0%	-	0%	57,449,970	51%	34,077,810	30%	0%
104	76	Chattanooga	111,715,164	-	0%	-	0%	18,404,036	16%	57,867,734	52%	18,404,036	16%	57,867,734	52%	0%
105	236	Lafayette-New Iberia	108,053,550	-	0%	-	0%	36,303,047	34%	28,640,616	27%	36,303,047	34%	28,640,616	27%	0%
107	89	Colorado Springs	106,166,214	29,124,708	27%	76,203,798	72%	-	0%	-	0%	29,124,708	27%	76,203,798	72%	0%
109	395	Salem-Albany-Corvallis	103,810,906	31,352,968	30%	60,037,029	58%	-	0%	-	0%	31,352,968	30%	60,037,029	58%	0%
110	135	Evansville	102,967,328	-	0%	-	0%	3,673,200	4%	-	0%	3,673,200	4%	-	0%	0%
111	357	Portland-Brunswick	101,343,528	-	0%	-	0%	33,243,293	33%	2,046,080	2%	33,243,293	33%	2,046,080	2%	0%
112	198	Huntsville	100,481,832	-	0%	-	0%	20,413,320	20%	20,752,296	21%	20,413,320	20%	20,752,296	21%	0%
114	145	Flint	100,189,188	12,689,984	13%	5,519,993	6%	-	0%	-	0%	12,689,984	13%	5,519,993	6%	0%
115	439	Tallahassee	99,128,898	-	0%	-	0%	37,117,866	37%	26,600,527	27%	37,117,866	37%	26,600,527	27%	0%
117	458	Visalia-Porterville-Hanford	98,032,968	38,043,723	39%	40,704,984	42%	-	0%	-	0%	38,043,723	39%	40,704,984	42%	0%
118	107	Daytona Beach	97,341,354	-	0%	-	0%	1,749	0%	104,801	0%	1,749	0%	104,801	0%	0%
119	239	Lakeland-Winter Haven	95,833,584	-	0%	1,838,747	2%	-	0%	-	0%	1,838,747	2%	-	0%	0%
120	305	Montgomery	95,653,602	-	0%	-	0%	21,365,726	22%	15,810,601	17%	21,365,726	22%	15,810,601	17%	0%
121	73	Charleston	95,596,380	-	0%	-	0%	35,117,993	37%	-	0%	35,117,993	37%	-	0%	0%
122	484	Youngstown-Warren	95,101,380	17,259,023	18%	38,233,279	40%	-	0%	-	0%	17,259,023	18%	38,233,279	40%	0%
123	289	Melbourne-Titusville	93,992,184	35,252,098	38%	43,012,344	46%	-	0%	-	0%	35,252,098	38%	43,012,344	46%	0%
125	240	Lancaster	92,957,634	-	0%	-	0%	1,822	0%	1,374	0%	1,822	0%	1,374	0%	0%
127	344	Peoria	90,620,244	-	0%	-	0%	34,892,989	39%	-	0%	34,892,989	39%	-	0%	0%
128	361	Poughkeepsie-Kingston	90,168,408	-	0%	-	0%	25,692,259	28%	114,804	0%	25,692,259	28%	114,804	0%	0%
129	380	Rockford	90,035,748	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
130	18	Appleton-Oshkosh	88,846,164	33,534,024	38%	21,380,784	24%	-	0%	-	0%	33,534,024	38%	21,380,784	24%	0%
131	152	Fort Pierce-Vero Beach-Stuart	85,385,322	32,834,550	38%	13,331,090	16%	-	0%	-	0%	32,834,550	38%	13,331,090	16%	0%
132	105	Davenport	84,779,442	-	0%	-	0%	766	0%	-	0%	766	0%	-	0%	0%
133	343	Pensacola	81,431,856	-	0%	-	0%	19,802,686	24%	19,738,908	24%	19,802,686	24%	19,738,908	24%	0%
134	264	Lubbock	80,527,194	-	0%	-	0%	17,728,476	22%	19,734,411	25%	17,728,476	22%	19,734,411	25%	0%
135	63	Burlington	79,774,596	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
136	13	Amarillo	79,679,952	-	0%	-	0%	30,884,498	39%	36,485	0%	30,884,498	39%	36,485	0%	0%
137	119	Duluth	79,094,466	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
138	397	Salinas-Monterey	78,969,924	7,917,295	10%	36,928,707	47%	-	0%	-	0%	7,917,295	10%	36,928,707	47%	0%
140	42	Biloxi-Gulfport-Pascagoula	78,041,898	-	0%	-	0%	27,123,228	35%	6,645,676	9%	27,123,228	35%	6,645,676	9%	0%
142	365	Provo-Orem	74,336,724	29,284,164	39%	6,078,453	8%	-	0%	-	0%	29,284,164	39%	6,078,453	8%	0%
143	370	Reading	73,713,024	-	0%	-	0%	797,927	1%	1,813,087	2%	797,927	1%	1,813,087	2%	0%
144	197	Huntington	72,570,168	-	0%	-	0%	2,180,066	3%	-	0%	2,180,066	3%	-	0%	0%
145	319	New London-Norwich	72,422,064	-	0%	-	0%	23,326,168	32%	1,212,391	2%	23,326,168	32%	1,212,391	2%	0%
146	92	Columbus	72,018,342	-	0%	-	0%	21,224,861	29%	8,464,593	12%	21,224,861	29%	8,464,593	12%	0%
147	179	Hagerstown	71,939,538	-	0%	-	0%	2,407,277	3%	-	0%	2,407,277	3%	-	0%	0%
148	6	Albany-Tifton	70,216,344	-	0%	-	0%	24,600,104	35%	12,612,544	18%	24,600,104	35%	12,612,544	18%	0%
149	424	South Bend-Mishawaka	70,057,746	19,966,677	29%	31,586,994	45%	-	0%	-	0%	19,966,677	29%	31,586,994	45%	0%
151	56	Brownsville-Harlingen	69,588,882	708,525	1%	-	0%	-	0%	-	0%	708,525	1%	-	0%	0%
152	25	Atlantic City	69,583,140	-	0%	-	0%	-	0%	40,129	0%	-	0%	40,129	0%	0%
153	173	Green Bay	69,367,914	25,738,840	37%	20,635,897	30%	-	0%	-	0%	25,738,840	37%	20,635,897	30%	0%
154	16	Anderson	68,638,482	1,231,334	2%	7,883,620	11%	-	0%	-	0%	1,231,334	2%	7,883,620	11%	0%
156	43	Binghamton	67,855,986	-	0%	-	0%	343,136	1%	188,691	0%	343,136	1%	188,691	0%	0%
157	421	Sioux City	67,621,356	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
158	189	Hickory-Lenoir-Morganton	67,534,434	-	0%	-	0%	115,683	0%	809,806	1%	115,683	0%	809,806	1%	0%
159	304	Monroe	65,139,228	-	0%	-	0%	24,119,035	37%	4,958,416	8%	24,119,035	37%	4,958,416	8%	0%
160	478	Wilmington	65,013,498	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
161	153	Fort Smith	64,457,910	-	0%	-	0%	18,543,619	29%	771,596	1%	18,543,619	29%	771,596	1%	0%
162	140	Fayetteville-Springdale-Rogers	64,234,170	-	0%	-	0%	9,863,924	15%	-	0%	9,863,924	15%	-	0%	0%
164	449	Tupelo-Corinth	63,655,812	-	0%	-	0%	27,513,974	43%	1,420,461	2%	27,513,974	43%	1,420,461	2%	0%
165	133	Eugene-Springfield	63,646,704	25,072,944	39%	35,806,162	56%	-	0%	-	0%	25,072,944	39%	35,806,162	56%	0%
166	159	Gainesville	63,282,384	-	0%	-	0%	23,426,677	37%	14,903,555	24%	23,426,677	37%	14,903,555	24%	0%
168	260	Longview-Marshall	61,844,508	-	0%	-	0%	10,468,436	17%	848,739	1%	10,468,436	17%	848,739	1%	0%
169	452	Tyler	61,639,182	-	0%	-	0%	22,205,306	36%	1,989,079	3%	22,205,306	36%	1,989,079	3%	0%



170	127	Elmira-Coming-Hornell	61,626,114	-	0%	-	0%	134,303	0%	247,363	0%	134,303	0%	247,363	0%	0%
171	116	Dover	61,583,544	-	0%	-	0%	20,008,421	32%	-	0%	20,008,421	32%	-	0%	0%
172	366	Pueblo	61,500,186	18,326,023	30%	27,267,769	44%	-	0%	-	0%	18,326,023	30%	27,267,769	44%	0%
173	138	Fargo	61,466,526	13,074,448	21%	8,980,281	15%	-	0%	-	0%	13,074,448	21%	8,980,281	15%	0%
174	30	Bangor	61,462,566	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
176	463	Watertown	58,833,720	-	0%	-	0%	412	0%	-	0%	412	0%	-	0%	0%
177	453	Utica-Rome	58,484,052	-	0%	-	0%	10,841,880	19%	61,835	0%	10,841,880	19%	61,835	0%	0%
178	41	Billings	58,315,950	1,691,581	3%	1,845,361	3%	-	0%	-	0%	1,691,581	3%	1,845,361	3%	0%
179	14	Anchorage	57,891,438	8,222,622	14%	27,970,989	48%	-	0%	-	0%	8,222,622	14%	27,970,989	48%	0%
180	70	Cedar Rapids	56,779,668	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
181	211	Jackson	56,551,968	-	0%	-	0%	20,792,062	37%	-	0%	20,792,062	37%	-	0%	0%
182	391	St. Cloud	56,233,782	-	0%	-	0%	1,594,041	3%	2,206,754	4%	1,594,041	3%	2,206,754	4%	0%
183	238	Lake Charles	56,041,722	-	0%	-	0%	18,247,969	33%	6,307,868	11%	18,247,969	33%	6,307,868	11%	0%
184	131	Erie	55,441,782	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
185	235	Lafayette	54,148,446	10,240,285	19%	42,996,113	79%	-	0%	-	0%	10,240,285	19%	42,996,113	79%	0%
186	371	Redding	53,677,404	27,307,460	51%	12,011,718	22%	-	0%	-	0%	27,307,460	51%	12,011,718	22%	0%
187	195	Houma-Thibodaux	53,434,458	-	0%	-	0%	19,009,913	36%	5,937,723	11%	19,009,913	36%	5,937,723	11%	0%
188	9	Alexandria	53,171,514	-	0%	-	0%	10,957,458	21%	11,018,258	21%	10,957,458	21%	11,018,258	21%	0%
189	443	Texarkana	53,073,702	-	0%	-	0%	11,331,358	21%	239,151	0%	11,331,358	21%	239,151	0%	0%
190	126	Elkhart	53,026,182	20,049,184	38%	23,674,946	45%	-	0%	-	0%	20,049,184	38%	23,674,946	45%	0%
191	426	Springfield	52,666,416	-	0%	-	0%	17,519,610	33%	-	0%	17,519,610	33%	-	0%	0%
192	83	Clarksville	52,111,818	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
193	462	Waterloo-Cedar Falls	52,079,940	-	0%	-	0%	-	0%	140,438	0%	-	0%	140,438	0%	0%
194	326	Ocala	51,302,790	-	0%	-	0%	18,466,251	36%	26,115,172	51%	18,466,251	36%	26,115,172	51%	0%
195	147	Florence	51,208,146	-	0%	-	0%	13,814,400	27%	-	0%	13,814,400	27%	-	0%	0%
196	3	Abilene	51,161,418	-	0%	-	0%	18,054,822	35%	604,685	1%	18,054,822	35%	604,685	1%	0%
198	288	Medford-Grants Pass	50,381,892	31,637,879	63%	17,685,700	35%	-	0%	-	0%	31,637,879	63%	17,685,700	35%	0%
200	52	Bowling Green-Glasgow	50,185,476	-	0%	-	0%	17,691,068	35%	-	0%	17,691,068	35%	-	0%	0%
201	450	Tuscaloosa	49,970,844	-	0%	-	0%	18,156,952	36%	12,439,819	25%	18,156,952	36%	12,439,819	25%	0%
202	313	Naples	49,775,220	15,263,200	31%	17,795,954	36%	-	0%	-	0%	15,263,200	31%	17,795,954	36%	0%
203	482	Yakima	49,747,500	14,495,455	29%	26,549,943	53%	-	0%	-	0%	14,495,455	29%	26,549,943	53%	0%
205	149	Fort Collins-Loveland	49,463,766	19,485,726	39%	29,541,558	60%	-	0%	-	0%	19,485,726	39%	29,541,558	60%	0%
207	244	Las Cruces	49,042,818	-	0%	-	0%	798,463	2%	2,448,532	5%	798,463	2%	2,448,532	5%	0%
208	109	Decatur-Effingham	48,891,546	-	0%	-	0%	9,309,182	19%	-	0%	9,309,182	19%	-	0%	0%
209	176	Greenville-Washington	48,728,592	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
210	160	Gainesville	48,693,942	-	0%	-	0%	5,517,008	11%	-	0%	5,517,008	11%	-	0%	0%
211	220	Joplin	48,650,382	-	0%	-	0%	11,966,588	25%	-	0%	11,966,588	25%	-	0%	0%
212	216	Janesville-Beloit	48,586,032	5,170,914	11%	2,602,724	5%	-	0%	-	0%	5,170,914	11%	2,602,724	5%	0%
214	446	Traverse City	48,234,978	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
216	201	Hyannis	48,051,828	-	0%	-	0%	17,132,153	36%	2,156,964	4%	17,132,153	36%	2,156,964	4%	0%
217	168	Grand Junction	47,969,064	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
218	422	Sioux Falls	47,776,806	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
219	165	Goldsboro-Kinston	47,602,170	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
220	47	Bloomington-Bedford	47,436,246	18,496,447	39%	24,293,428	51%	-	0%	-	0%	18,496,447	39%	24,293,428	51%	0%
221	466	Wausau-Rhineland	47,397,042	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
223	330	Olean	46,914,912	-	0%	-	0%	276,021	1%	11,050	0%	276,021	1%	11,050	0%	0%
224	46	Bloomington	46,789,380	-	0%	-	0%	8,084,918	17%	-	0%	8,084,918	17%	-	0%	0%
225	218	Johnstown	45,782,154	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
226	339	Paducah-Murray-Mayfield	45,737,604	-	0%	-	0%	3,120,329	7%	-	0%	3,120,329	7%	-	0%	0%
227	55	Bremerton	45,554,058	5,521,727	12%	23,282,577	51%	-	0%	-	0%	5,521,727	12%	23,282,577	51%	0%
228	79	Chico-Oroville	45,183,402	3,678,432	8%	5,444,037	12%	-	0%	-	0%	3,678,432	8%	5,444,037	12%	0%
229	278	Mansfield	45,071,532	-	0%	-	0%	17,735,767	39%	7,929	0%	17,735,767	39%	7,929	0%	0%
231	75	Charlottesville	44,891,748	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
233	12	Altoona	44,324,676	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	0%
234	115	Dothan-Enterprise	44,161,524	-	0%	-	0%	12,243,700	28%	9,007,926	20%	12,243,700	28%	9,007,926	20%	0%